

EXHIBIT 2

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

No. 2:06-cv-0242-AB

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

No. 2:09-cv-06151-AB

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

**DECLARATION OF ELIZABETH A. FEGAN IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, ELIZABETH A. FEGAN, DECLARE AS FOLLOWS:

1. I am a partner with the firm of Hagens Berman Sobol Shapiro LLP. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Co-Lead Counsel in this matter.

3. From the inception of this litigation, counsel for Plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of Plaintiffs and the Class.

4. My firm has participated in this litigation since late 2005 when we began investigating this matter and filed the initial consumer case in 2006 that was ultimately folded into the *McDonough* litigation. As co-lead counsel, the tasks performed by my firm in litigating this case, included: (1) coordinating the cases, drafting consolidated amended complaints and analyzing supporting documents and briefing; (2) conducting and participating in strategy sessions; (3) interviewing potential class representatives, consulting with clients, and responding to Plaintiff discovery requests and interrogatories; (4) reviewing and coding documents; (5) drafting pleadings and papers, including those related to motions to dismiss, motions to compel discovery, motion for class certification, motions for summary judgment, motions for judgment on the pleadings, findings of fact and law, and settlement papers; (6) defending plaintiff depositions; (7) preparing for and taking manufacturer defendants' depositions; (8) leading and coordinating all discovery issues related to defendant manufacturer Medela; (9) working with Plaintiffs' expert Dr. William Comanor with respect to class and merits damages reports and taking and defending multiple rounds of Plaintiffs' expert depositions; (10) analyzing Defendants' expert reports and taking multiple rounds of Defendants' experts' depositions; (11) coordinating, preparing, and reviewing all expert-related discovery; (12) presenting expert testimony at the three-day class certification hearing; (12) preparing and presenting Plaintiffs' position at the three-day class certification hearing; (13) attending and presenting at the hearing on the motions to dismiss and motion for class certification, numerous court status conferences,

and discovery-related hearings; and (14) working on the appeal of the Initial Settlement. My firm particularly took the lead role on expert class and merits reports and depositions, the three-day class certification hearing presentations, and substantive class certification briefing, which resulted in an Order certifying the Subclasses. Specifically, my firm spent its time and effort on the following tasks, as computed below:

5. The total number of hours spent on this litigation by my firm is **14,295.70 hours**.

The total lodestar amount for attorney/professional time based on the firm's regular rates is **\$6,686,277.75**. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
ELIZABETH FEGAN	2,623.00	\$600	\$1,573,800.00
IVY ARAI TABBARA	4,078.90	\$500	\$2,039,450.00
STEVE W BERMAN	5.00	\$800	\$4,000.00
TIM SCOTT	7.10	\$375	\$2,662.50
DAN KUROWSKI	122.50	\$400	\$49,000.00
TIM MAHONEY	23.50	\$450	\$10,575.00
GEORGE SAMPSON	1,812.40	\$600	\$1,087,440.00
DEBRA G. JOSEPHSON	0.85	\$315	\$267.75
ELAINE BYZEWSKI	1.00	\$500	\$500.00
SHANNON GALLAGHER	5,207.25	\$350	\$1,822,537.50
ANTHONY D SHAPIRO	45.80	\$750	\$34,350.00
ERIN K FLORY	0.50	\$600	\$300.00
Paralegal I			
MARK DYKSTRA	3.50	\$150	\$525.00
ADRIAN GARCIA	40.00	\$150	\$6,000.00
SHELLEY BAROLET	76.00	\$150	\$11,400.00
JOYCE EDWARDS	45.30	\$150	\$6,795.00
CORINNE REED	1.00	\$150	\$150.00
MARK GOLDSTEIN	18.00	\$150	\$2,700.00
JENNI BAIN	0.50	\$150	\$75.00
SHEILA CAREY	20.75	\$150	\$3,112.50
TERESA BEATTY	1.75	\$150	\$262.50
BRIAN MILLER	0.90	\$250	\$225.00

Paralegal II			
BONNIE McCORMACK	8.50	\$170	\$1,445.00
LARRY KUNZLER	7.00	\$170	\$1,190.00
DAWN CORNELIUS	6.00	\$170	\$1,020.00
ROB HAEGELE	18.40	\$170	\$3,128.00
Paralegal III			
CARRIE FLEXER	111.80	\$190	\$21,242.00
Law Clerk			
Chris Hack	8.50	\$250	\$2,125.00
TOTAL:			\$6,686,277.75

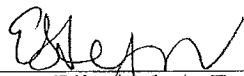
6. My firm incurred a total of **\$376,422.93** in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	\$77,220.71
Photocopies	\$50,164.29
Postage	
Telephone, Facsimile	\$2,340.81
Messenger, Overnight Delivery	\$7,554.31
Filing, Witness & Other Fees	\$644.00
Court Reporters	
Lexis, Westlaw, Online Library Research	\$23,677.07
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
Assessments to Plaintiff's Common Fund	\$210,000.00
Public Relations	\$4,821.74
TOTAL	\$376,422.93

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Illinois that the foregoing is true and correct.

Executed this 14th day of August, 2014, at Oak Park, Illinois.

A handwritten signature in cursive script, appearing to read 'Elizabeth A. Fegan', written over a horizontal line.

Elizabeth A. Fegan

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

No. 2:06-cv-0242-AB

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

No. 2:09-cv-06151-AB

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

**DECLARATION OF EUGENE A. SPECTOR IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, Eugene A. Spector, DECLARE AS FOLLOWS:

1. I am a Partner with the firm of Spector Roseman Kodroff & Willis, P.C. ("SRKW"). I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Co-Lead Class Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. SRKW, as one of the Co-Lead Class Counsel in this case, has participated in every aspect of this litigation from investigating and drafting one of the first complaints in the case to negotiating the settlement of the action. Initially, SRKW investigated possible claims to be asserted, drafted a complaint, participated with plaintiffs' counsel in organizing the case and participated in the drafting of amended complaints. SRKW participated in the preparation of responses to Defendants' motions to dismiss, in the redrafting of the amended complaint in light of the Supreme Court decisions in Twombly and Leegin, in organizing and supervising the discovery taken by Plaintiffs in this litigation, in working with the experts developing reports regarding the impact and damages caused by the alleged misconduct of the Defendants, in drafting the motion for class certification, and in providing additional briefing in support of that motion in light of the Third Circuit decision in Hydrogen Peroxide, in drafting opposition briefs to Defendants 23(f) petitions to the Third Circuit, in drafting responses to motions for summary judgment, and in drafting the settlement related papers, including notice materials. In addition, SRKW lawyers participated in hearings on the various motions, including the two and one-half

days of hearings on class certification, attended and participated in all case management and status conferences, both in person and by telephone, negotiated with Defense counsel regarding scheduling, discovery and briefing issues during the course of the litigation, reviewed and supervised the work of co-counsel firms to whom Class Counsel assigned work, and participated in periodic calls with Co-Lead Class Counsel regarding the conduct of the litigation. SRKW participated in the mediation that led to the agreement in principle to settle this litigation and then participated in the negotiation and drafting of the Memorandum of Understanding, the Settlement Agreement, and notice materials. SRKW also worked closely with the Garden City Group, Inc. in developing notice materials and a notice plan.

5. The total number of hours spent on this litigation through July 31, 2014 by my firm is **22,654.50**. The total lodestar amount for attorney/professional time based on the firm's historical rates is **\$9,015,153.25**. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Attorneys:			
Eugene A. Spector	2318.95	\$775	\$1,580,985.00
Robert M. Roseman	1.25	\$750	\$886.25
Jeffrey L. Kodroff	26.00	\$730	\$15,760.00
Jeffrey J. Corrigan	79.50	\$695	\$44,166.25
Jay S. Cohen	6.25	\$670	\$3,666.25
John A. Macoretta	0.75	\$645	\$408.75
William G. Caldes	5219.95	\$645	\$2,621,857.00
David Felderman	51.75	\$595	\$21,477.50
Patrick Howard	1.00	\$325	\$325.00
David J. Cohen	.50	\$400	\$200.00
Raymond Huxen	6325.00	\$445	\$2,626,797.50
Loreal M. McDonald	18.25	\$375	\$6,843.75
Jonathan M. Jagher	30.0	\$485	\$12,063.75
John Valter	36.75	\$300	\$11,025.00
Rachel E. Kopp	91.25	\$420	\$35,497.50
Mary Ann Giorno	26.75	\$440	\$7,568.75

Shannon Gallagher	409.00	\$370	\$143,150.00
Jeffrey Spector	3881.10	\$395	\$1,162,735.00
Jennifer L. Enck	.25	\$250	\$62.50
Daniel Mirarchi	2.25	\$495	\$1,046.25
Paralegal I:			
Gerri DeMarshall	2637.75	\$215	\$481,250.00
Alicia M. Sandoval	66.25	\$170	\$10,797.50
Chuck Briglia	39.5	\$210	\$7,463.75
Chanell S. Surratt	934.25	\$195	\$158,906.25
Rana H. Sachdev	47.75	\$170	\$7,845.00
Danielle Pearson	.75	\$170	\$127.50
Julie C. Walheim	2.00	\$160	\$320.00
Rosy Briones	140.50	\$160	\$19,783.75
Joanne Moroz	55.5	\$150	\$7,491.25
Greg S. Murray	55.00	\$130	\$7,150.00
Karen S. Omelchuk	126.75	\$160	\$14,396.25
Nicole Noronha	22.	\$150	\$3,100.00
TOTAL:	22,654.5		\$9,015,153.25

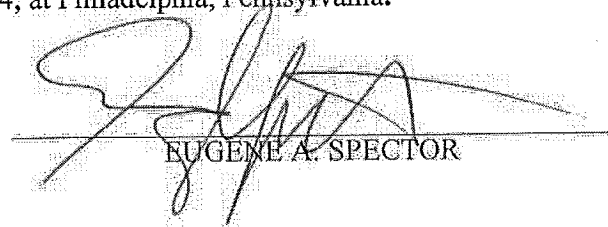
My firm, through July 31, 2014, incurred a total of **\$747,694.37** in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Assessments	\$172,839.90
Meals, Hotels & Transportation	\$21,963.05
Photocopies	\$99,194.11
Postage, Messenger, Overnight Delivery	\$9,421.09
Telephone, Facsimile	\$24,579.53
Filing, Witness & Other Fees	\$1,340.50
Court Reporters	\$5,113.69
Lexis, Westlaw, Online Library Research	\$134,355.95
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Miscellaneous (CD, DVD burned)	\$2,670.05
Experts/Consultants/Investigators	\$276,216.50
TOTAL	\$747,694.37

The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Pennsylvania that the foregoing is true and correct.

Executed this 12th day of August , 2014, at Philadelphia, Pennsylvania.



EUGENE A. SPECTOR

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF FRED TAYLOR ISQUITH IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, FRED TAYLOR ISQUITH, declare as follows:

1. I am a Partner with the firm of Wolf Haldenstein Adler Freeman & Herz LLP. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Co-Lead Class Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. Wolf Haldenstein, as Co-Lead Counsel in this matter, bore responsibility for the prosecution and management of this litigation at every stage. We were engaged in pleading the claims, briefing motions to dismiss those pleadings and preparing for argument on the motions to dismiss; the conduct of full fact discovery including reviewing documents and taking numerous depositions; preparing class certification motions including extensive expert submissions and preparing for and conducting a class certification hearing; expert discovery, opposing defendants' motions to sever and other motion practice, mediation and settlement; engaging in settlement discussions and drafting briefs in support of settlement; addressing objections to the settlement; drafting appeal briefing; researching legal issues on appeal; and negotiating the present settlement agreement.

5. The total number of hours spent on this litigation through July 31, 2014 by my firm is 17,849.15. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$7,093,440.75. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Attorneys:			
Daniel W. Krasner	2.50	\$700.00	\$1,750.00
	1.40	\$750.00	\$1,050.00
	14.90	\$825.00	\$12,292.50
	23.40	\$835.00	\$19,539.00

	12.30	\$850.00	\$10,455.00
	6.00	\$865.00	\$5,190.00
	2.60	\$890.00	\$2,314.00
	0.60	\$910.00	\$546.00
Subtotal	63.70		\$53,136.50
Mary Jane Fait	198.00	\$620.00	\$122,760.00
	344.90	\$650.00	\$224,185.00
	265.30	\$695.00	\$184,383.50
	414.50	\$730.00	\$302,585.00
	215.50	\$760.00	\$163,780.00
	64.00	\$775.00	\$49,600.00
	29.80	\$790.00	\$23,542.00
	23.40	\$815.00	\$19,071.00
Subtotal	1555.40		\$1,089,906.50
Fred T. Isquith	1.20	\$660.00	\$792.00
	4.20	\$725.00	\$3,045.00
	106.50	\$775.00	\$82,537.50
	158.00	\$785.00	\$124,030.00
	201.40	\$800.00	\$161,120.00
	150.70	\$815.00	\$122,820.50
	73.40	\$840.00	\$61,656.00
	39.40	\$860.00	\$33,884.00
Subtotal	734.80		\$589,885.00
Frank M. Gregorek	0.80	\$750.00	\$600.00
	7.70	\$760.00	\$5,852.00
	0.20	\$835.00	\$167.00
Subtotal	8.70		\$6,619.00
Thomas H. Burt	406.80	\$550.00	\$223,740.00
	270.80	\$585.00	\$158,418.00
	19.40	\$605.00	\$11,737.00
	26.80	\$630.00	\$16,884.00
	20.30	\$650.00	\$13,195.00
Subtotal	744.10		\$423,974.00
Mark C. Silverstein	41.50	\$630.00	\$26,145.00
Eric B. Levine	1.80	\$540.00	\$972.00

Julie A. Swanson	36.60	\$450.00	\$16,470.00
	6.30	\$500.00	\$3,150.00
	7.80	\$525.00	\$4,095.00
	26.30	\$550.00	\$14,465.00
	0.60	\$560.00	\$336.00
	38.10	\$585.00	\$22,288.50
	0.70	\$605.00	\$423.50
Subtotal	116.40		\$61,228.00
Theodore B. Bell	22.30	\$400.00	\$8,920.00
	1043.70	\$425.00	\$443,572.50
	823.00	\$450.00	\$370,350.00
	1510.60	\$475.00	\$717,535.00
	237.50	\$485.00	\$115,187.50
	17.60	\$510.00	\$8,976.00
	35.00	\$530.00	\$18,550.00
	2.40	\$545.00	\$1,308.00
	17.20	\$565.00	\$9,718.00
Subtotal	3709.30		\$1,694,117.00
Lydia Keaney Reynolds	101.50	\$340.00	\$34,510.00
	2.50	\$360.00	\$900.00
	3.60	\$385.00	\$1,386.00
Subtotal	107.60		\$36,796.00
Stephen H. Lewis	94.30	\$400.00	\$37,720.00
Scott J. Farrell	6.40	\$375.00	\$2,400.00
	15.10	\$425.00	\$6,417.50
	1.20	\$435.00	\$522.00
	0.50	\$460.00	\$230.00
Subtotal	23.20		\$9,569.50
Noah Krasner	2092.50	\$355.00	\$742,837.50
Ronald B. Kowalczyk	990.00	\$250.00	\$247,500.00
	32.80	\$380.00	\$12,464.00
Subtotal	1022.80		\$259,964.00
Lillian Benedict	2812.50	\$355.00	\$998,437.50
Graham R. Clegg	177.80	\$380.00	\$67,564.00

John E. Tangren	36.10	\$315.00	\$11,371.50
	22.80	\$340.00	\$7,752.00
	1.40	\$350.00	\$490.00
	0.50	\$420.00	\$210.00
Subtotal	60.80		\$19,823.50
Steven Serdikoff	1188.20	\$355.00	\$421,811.00
Michael D. Yanovsky	14.30	\$310.00	\$4,433.00
	25.30	\$320.00	\$8,096.00
Subtotal	39.60		\$12,529.00
Zachary W. Biesanz	3.00	\$290.00	\$870.00
	4.50	\$300.00	\$1,350.00
	4.50	\$325.00	\$1,462.50
Subtotal	12.00		\$3,682.50
Beth A. Landes	25.50	\$310.00	\$7,905.00
Michael M. Liskow	11.20	\$445.00	\$4,984.00
Helena A. Lynch	40.10	\$400.00	\$16,040.00
Noah G. Krasner	192.00	\$350.00	\$67,200.00
Paralegals:			
James A. Cirigliano	8.50	\$240.00	\$2,040.00
	7.80	\$250.00	\$1,950.00
	0.50	\$260.00	\$130.00
	4.00	\$265.00	\$1,060.00
	21.80	\$280.00	\$6,104.00
	15.10	\$290.00	\$4,379.00
	1.00	\$320.00	\$320.00
Subtotal	58.70		\$15,983.00
Matthew V. Mundo	10.00	\$195.00	\$1,950.00
Joseph Weiss	5.90	\$235.00	\$1,386.50
	3.80	\$240.00	\$912.00
	1.80	\$250.00	\$450.00
	2.40	\$270.00	\$648.00

Subtotal	13.90		\$3,396.50
Kaveh Dabashi	11.00	\$185.00	\$2,035.00
Laine L. McDonnell	2529.75	\$135.00	\$341,516.25
	64.00	\$195.00	\$12,480.00
	18.00	\$210.00	\$3,780.00
Subtotal	2611.75		\$357,776.25
Jillaine E. Gill	44.30	\$195.00	\$8,638.50
	43.50	\$205.00	\$8,917.50
	22.60	\$210.00	\$4,746.00
	15.00	\$225.00	\$3,375.00
	4.10	\$235.00	\$963.50
	13.80	\$255.00	\$3,519.00
	2.60	\$270.00	\$702.00
Subtotal	145.90		\$30,861.50
Luis D. Caraballo	24.30	\$180.00	\$4,374.00
David E. Sorensen	16.10	\$290.00	\$4,669.00
Sorah Kim	25.30	\$240.00	\$6,072.00
	9.10	\$250.00	\$2,275.00
Subtotal	34.40		\$8,347.00
Derek M. Behnke	30.50	\$245.00	\$7,472.50
Marsha V. Klimek	0.30	\$240.00	\$72.00
	5.50	\$255.00	\$1,402.50
Subtotal	5.80		\$1,474.50
Elizabeth Lee	11.00	\$205.00	\$2,255.00
TOTAL	17,849.15		\$7,093,440.75

My firm, through July 31, 2014, incurred a total of \$477,166.40 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	\$70,362.02
Photocopies	\$34,674.58
Postage	\$164.46
Telephone, Facsimile	\$5,396.38
Messenger, Overnight Delivery, Service of Process	\$5,180.10
Filing, Witness & Other Fees	\$266.00
Court Reporters	\$23,178.05
Lexis, Westlaw, Computer Research	\$140,426.18
Experts/Consultants/Investigators/Professional Services	\$10,171.75
Secretarial Overtime	\$2,346.88
Litigation Fund Assessment	\$185,000.00
TOTAL	\$477,166.40

The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of New York that the foregoing is true and correct.

Executed this 14th day of August, 2014, at New York, New York.


Fred Taylor Isquith

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF JAYNE A. GOLDSTEIN IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, Jayne A. Goldstein, DECLARE AS FOLLOWS:

1. I am Senior Counsel with the firm of Shepherd, Finkelman, Miller & Shah, LLP. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. My firm assisted in many aspects of discovery including document review, preparing and assisting with identifying documents to be used during depositions, and taking

depositions. My firm assisted with class certification briefing, drafting findings of facts and worked with experts' reports. I also consulted with lead counsel and served as allocation counsel for the *Elliot* class. I continually communicated with my client who was a class representative and reviewed and received her documents.

5. The total number of hours spent on this litigation by my firm is 1,621.55. The total lodestar amount for attorney/professional time based on the firm's current rates is \$544,561.00. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Jayne Goldstein	40.20	550.00	\$22,110.00
Andrew Mackerer	1509.55	320.00	\$481,744.00
Jayne Goldstein	53.20	570.00	\$29,640.00
Jayne Goldstein	18.6	595.00	\$11,067.00
Paralegal I			
Paralegal II			
Paralegal III			
Document Clerks			
TOTAL:	1621.55		\$544,561.00

6. My firm incurred a total of \$60,194.94 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

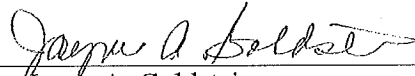
EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	
Photocopies	162.50
Postage	2.52
Telephone, Facsimile	
Messenger, Overnight Delivery	29.92
Filing, Witness & Other Fees	
Court Reporters	
Lexis, Westlaw, Online Library Research	
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
Litigation Fund	60,000.00

TOTAL	\$60,194.94
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7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Florida that the foregoing is true and correct.

Executed this third day of May, 2011, at Weston, Florida


Jayne A. Goldstein

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF JAYNE A. GOLDSTEIN IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, JAYNE A. GOLDSTEIN, DECLARE AS FOLLOWS:

1. At all relevant times, I was a partner with the firm of Mager & Goldstein LLP¹. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm was one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. My firm investigated causes of action, prepared complaint, met with client on numerous occasions, met with various plaintiffs' counsel, participated in fact discovery by coding documents, obtaining client's records, responding to discovery, defending client's deposition and taking depositions.

5. The total number of hours spent on this litigation by my firm is 2,385.75. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$716,960.00. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Lee Albert (P)	43.50	\$550.00	\$ 23,925.00
Lee Albert (P)	171.25	\$530.00	\$ 90,762.50
Lee Albert (P)	56.00	\$510.00	\$ 28,560.00
Jayne A. Goldstein (P)	9.75	\$550.00	\$ 5,362.50
Jayne A. Goldstein (P)	71.00	\$530.00	\$ 37,630.00
Jayne A. Goldstein (P)	38.00	\$510.00	\$ 19,380.00
Carol A. Mager (P)	0.75	\$550.00	\$ 412.50
Carol A. Mager (P)	0.25	\$510.00	\$ 127.50
Marjory P. Albee (A)	10.25	\$475.00	\$ 4,868.75
Bruce D. Parke (A)	35.50	\$330.00	\$ 11,715.00
Michele L. Bloom (A)	409.75	\$290.00	\$118,827.50
Michele L. Bloom (A)	131.75	\$285.00	\$ 37,548.75
Shelley Neiman (A)	113.75	\$290.00	\$ 32,987.50

¹ Mager & Goldstein LLP ceased the active practice of law on September 15, 2008.

Shelley Neiman (A)	154.00	\$280.00	\$ 43,120.00
Amir Stark (A)	614.50	\$280.00	\$172,060.00
Amir Stark (A)	2.25	\$270.00	\$ 607.50
Jonathan B. Pignoli (A)	0.50	\$310.00	\$ 155.00
Billie Lee Sonntag (PL)	152.25	\$170.00	\$ 25,882.50
Drew Albert (PL)	157.50	\$170.00	\$ 26,775.00
Helene Albert (PL)	194.50	\$170.00	\$ 33,065.00
Jayne R. Blatt (PL)	1.25	\$170.00	\$ 212.50
Rebecca A. Holcombe (PL)	6.00	\$170.00	\$ 1,020.00
Ellen Pickering (PL)	11.50	\$170.00	\$ 1,955.00
TOTAL:	2385.75		\$716,960.00

6. My firm incurred a total of \$24,841.25 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	\$ 964.93
Photocopies	535.41
Postage	4.35
Telephone, Facsimile	5.00
Messenger, Overnight Delivery	172.90
Filing, Witness & Other Fees	
Court Reporters	
Lexis, Westlaw, Online Library Research	658.66
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
Assessment	22,500.00
TOTAL	\$24,841.25

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Florida that the foregoing is true and correct.

Executed this third day of May, 2011, at Weston, Florida.


JAYNE A. GOLDSTEIN

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF JONATHAN SHUB IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, Jonathan Shub, declare as follows:

1. I am a Partner with the firm of Seeger Weiss LLP. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. My firm engaged in drafting pleadings, conducting discovery and engaged in extensive document review and analysis.

5. The total number of hours spent on this litigation by my firm is 3,539.35. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$1,301,093.75. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Shub, Jonathan (P)	1.80	495.00	\$ 891.00
Benedetto, Terrienne (A)	86.00	465.00	42,222.00
George, Scott (A)	.30	415.00	124.50
DeBass, Haile (A)	129.50	365.00	47,267.50
Johnson, Scott (A)	1,382.70	365.00	613,017.50
Waks, Gregory (A)	1,636.75	365.00	597,413.75
Barbara Terra (O)	.70	225.00	157.50
TOTAL:	3,237.05		\$ 1,301,093.75

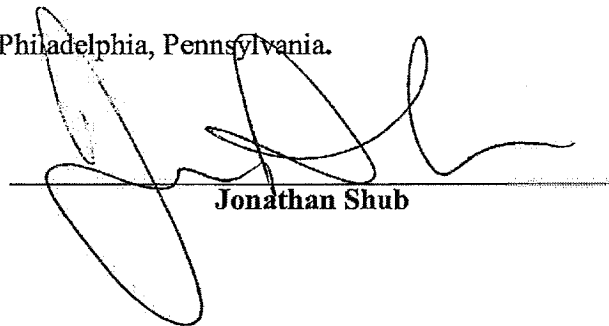
6. My firm incurred a total of \$80,191.08 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Federal Express	\$ 25.17
Litigation Fund	80,000.00
Pacer Research	64.56
Telephone	50.22
Westlaw Research	51.13
TOTAL	\$ 80,191.08

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Pennsylvania that the foregoing is true and correct.

Executed this 3rd day of May, 2011, at Philadelphia, Pennsylvania.



Jonathan Shub

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF GARRETT D. BLANCHFIELD, JR. IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, GARRETT D. BLANCHFIELD, JR., DECLARE AS FOLLOWS:

1. I am a partner with the firm of Reinhardt Wendorf & Blanchfield. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. Reinhardt Wendorf & Blanchfield performed various tasks at the direction of lead counsel, including: work with defense counsel for Medela and Maclaren to resolve discovery

issues; defend deposition of client; assist on Opposition to Defendant's Twombly motion; depose certain defendants; summarize depositions of various defendants; reviewed documents produced by defendants; and performed quality control on summaries of reviewed documents.

5. The total number of hours spent on this litigation by my firm is 1800.12. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$579,577.08. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Reinhardt, Mark	1.35	725	878.25
Wendorf, Mark	35.9	675	19,838.00
Blanchfield, Garrett	387.07	620	209,822.33
Penney, Brant	76.40	335	19,111.00
Yard, Roberta	813.6	340	213,033.50
Baillon, Frances	7.45	335	2,495.75
Hayes, Lisa	2.00	335	610.00
Shannon, Gerry	251.50	340	70,062.50
Kosek, Shirley	224.05	195	43,569.75
Schulte, Kathy	0.80	195	156.00
TOTAL	1,800.12		579,577.08

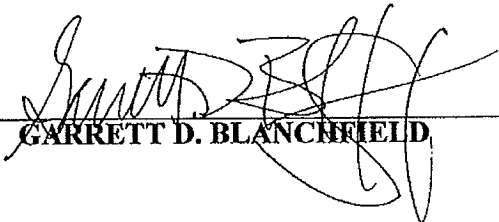
6. My firm incurred a total of \$95,687.09 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	12,117.09
Photocopies	110.80
Postage	5.08
Telephone, Facsimile	40.00
Messenger, Overnight Delivery	53.03
Filing, Witness & Other Fees	40.00
Court Reporters	
Lexis, Westlaw, Online Library Research	821.09
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
Assessments	82,500.00
TOTAL	95,687.09

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Minnesota that the foregoing is true and correct.

Executed this 5th day of May, 2011, at St. Paul, Minnesota.



GARRETT D. BLANCHFIELD

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

No. 2:06-cv-0242-AB

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

No. 2:09-cv-06151-AB

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

**DECLARATION OF ARTHUR T. SUSMAN IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, Arthur T. Susman, DECLARE AS FOLLOWS:

I am a partner with the firm of Susman Heffner & Hurst LLP. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

My firm is one of the Plaintiffs' Counsel in this matter.

From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

The type of work performed by my firm throughout the litigation included drafting and filing of the complaint, review discovery requests, draft discovery responses, document review in Philadelphia, research, draft and finalize motion to compel Regal Lager, hot documents review, review, draft and research consolidated amended complaint.

The total number of hours spent on this litigation by my firm is 590.50. The total lodestar amount for attorney/professional time based on the firm's current rates is \$281,332.50. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Arthur T. Susman (P)	20.25	750	15,187.50
Matthew T. Heffner (P)	153.75	500	76,875.00
Matthew T. Hurst (P)	114.75	500	57,375.00
William T. Gotfryd (OC)	68	650	44,200.00
Glenn L. Hara (A)	215.50	390	84,045.00
Sandra L. Pavlat (PL)	18.25	200	3,650.00
TOTAL:	590.50		\$ 281,332.50


My firm incurred a total of \$27,127.75 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	5,160.56
Photocopies	178.46
Postage	50.43
Telephone, Facsimile	1,046.66
Litigation Fund	20,000.00
Lexis, Westlaw, Online Library Research	691.64
TOTAL	\$27,127.75

The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Illinois that the foregoing is true and correct.

Executed this 4th day of May, 2011, at Chicago, Illinois.



Arthur T. Susman

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS “R” US, INC., d/b/a Babies “R” Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS “R” US, INC., d/b/a Babies “R” Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF RALPH M. STONE IN SUPPORT OF
PLAINTIFFS’ MOTION FOR AN AWARD OF ATTORNEYS’ FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, RALPH M. STONE, DECLARE AS FOLLOWS:

1. I am a Partner with the firm of Stone Bonner & Rocco LLP, successor firm to Shalov Stone Bonner & Rocco LLP. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I respectfully submit this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. During the course of this litigation, our firm was heavily involved in several aspects of the case. Our firm was among the earliest filers of a complaint in this case, and we participated in early organizational meetings among plaintiffs' counsel. Our client, Jennifer Sullivan, was deposed, and actively participated in discovery, which involved extensive interaction with her. In addition to drafting an initial complaint that was filed in the District of New Jersey, and performing preliminary background work in connection therewith, we reviewed drafts of amended complaints. We reviewed drafts of briefing on motions to dismiss and the motion for class certification. In addition, one of our associates was devoted to a large document review for a period of many weeks.

5. The total number of hours spent on this litigation by my firm is 377. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$143,752.50. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Ralph M. Stone	65.75	495-600	\$33,307.50
Patrick L. Rocco	0.75	475	\$356.25
Thomas G. Ciarlone	2.25	395-425	\$903.75
Amanda C. Scuder	279.25	345-375	\$103,796.25
Paralegal I	21.50	195	\$4,192.50

Paralegal II	6.5	145	\$942.50
Paralegal III	1.75	145	\$253.75
Document Clerks			
TOTAL:			\$143,752.50

6. My firm incurred a total of \$39,495.30 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	\$1,745.30
Photocopies	
Postage	
Telephone, Facsimile	
Messenger, Overnight Delivery	
Filing, Witness & Other Fees	\$250.00
Court Reporters	
Lexis, Westlaw, Online Library Research	
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
Assessments	\$37,500.00
TOTAL	\$39,495.30

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 4th day of May, 2011, at New York, New York.



Ralph M. Stone

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF STEPHEN A. SELLER, ESQ. IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, STEPHEN A. SELLER, ESQ., DECLARE AS FOLLOWS:

1. I am the Managing Partner of the firm of Sheller, P.C. (f/k/a Sheller, Ludwig & Badey, P.C.). I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.
2. My firm is one of the Plaintiffs' Counsel in this matter.
3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.
4. Sheller attorneys filed a Complaint in the *Cory Rupe v. Babies R Us* action in January 2006, then were very actively involved in discovery through the end of December 2006,

including numerous meet and confers with other counsel and evaluating and reviewing documents produced by Defendants.

5. The total number of hours spent on this litigation by my firm is **94.50**. The total lodestar amount for attorney/professional time based on the firm's historical rates is **\$34,345.00**. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
S. George (Atty)	10	\$345	\$3,450
T. Benedetto (Atty)	33.50	\$420	\$14,070.00
S. Johnson (Atty)	47.50	\$345	\$16,387.50
H. Valdez (Paralegal)	3.5	\$125	\$437.50
TOTAL:			\$34,345.00

6. My firm incurred a total of \$2,826.69 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	
Photocopies	
Postage	
Telephone, Facsimile	
Messenger, Overnight Delivery	\$58.29
Filing, Witness & Other Fees	\$250.00
Court Reporters	
Lexis, Westlaw, Online Library Research	\$18.40
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
Payment to Plaintiffs' Common Fund	\$2,500.00
TOTAL	\$2,826.69

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the Commonwealth of Pennsylvania
that the foregoing is true and correct.

Executed this _____ day of May, 2011, at Philadelphia, Pennsylvania.

 5/5/2011

STEPHEN A. SELLER, ESQ.

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF ANN D. WHITE IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, Ann D. White, DECLARE AS FOLLOWS:

1. I am a partner with the firm of Ann D. White Law Offices, P.C. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. My firm drafted a complaint, participated in conference calls, negotiated with Defendant Kids Line as part of discovery and worked extensively reviewing documents as part of the discovery phase.

5. The total number of hours spent on this litigation by my firm is 427.50. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$152,702.50. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Ann D. White (P)	54.75	\$530.00	\$29,017.50
Ann D. White (P)	10.75	\$560.00	\$6,020.00
Mandy Roth (A)	1.00	\$340.00	\$340.00
Steve Tyson (A)	361.00	\$325.00	\$117,325.00
Paralegal I			
Paralegal II			
Paralegal III			
Document Clerks			
TOTAL:	427.50		\$152,702.50

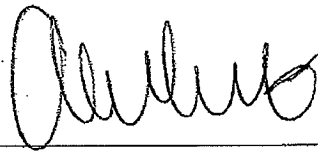
6. My firm incurred a total of \$45.07 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	
Photocopies	\$36.79
Postage	
Telephone, Facsimile	\$8.28
Messenger, Overnight Delivery	
Filing, Witness & Other Fees	
Court Reporters	
Lexis, Westlaw, Online Library Research	
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
TOTAL	\$45.07

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Pennsylvania that the foregoing is true and correct.

Executed this 27 day of April, 2011, at 101 Greenwood Avenue, Fifth Floor,
JENKINTOWN.



IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS “R” US, INC., d/b/a Babies “R” Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS “R” US, INC., d/b/a Babies “R” Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF KRISHNA B. NARINE IN SUPPORT OF
PLAINTIFFS’ MOTION FOR AN AWARD OF ATTORNEYS’ FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, KRISHNA B. NARINE, DECLARE AS FOLLOWS:

1. I am the principal attorney of the Law Office of Krishna B. Narine, P.C. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. During the course of this litigation, this firm engaged in pre-complaint investigation and discovery.

5. The total number of hours spent on this litigation by my firm is 167.75. The total lodestar amount for attorney/professional time based on the firm's current rates is \$81,945. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Krishna B. Narine	167.75	\$485	\$81,945

6. My firm incurred a total of \$2,586.25 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

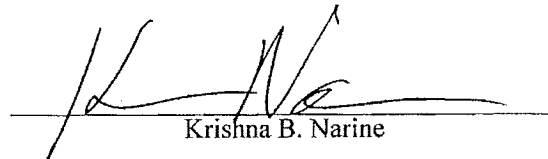
EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	\$86.25
Photocopies	
Postage	
Telephone, Facsimile	
Messenger, Overnight Delivery	
Filing, Witness & Other Fees	
Court Reporters	
Lexis, Westlaw, Online Library Research	
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	

Experts/Consultants/Investigators	
Assessment	\$2,500
TOTAL	\$2,586.25

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Pennsylvania that the foregoing is true and correct.

Executed this 28th day of April, 2011, at Jenkintown, Pennsylvania.


Krishna B. Narine

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF STEPHEN M. SOHMER IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, STEPHEN M. SOHMER, DECLARE AS FOLLOWS:

1. I am a Partner with the firm of Sohmer & Stark, LLC. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. Sohmer & Stark investigated Plaintiffs' claims, examined documents and conducted other discovery, reviewed pleadings and conferred with co-counsel regarding litigation strategy and case management.

5. The total number of hours spent on this litigation by my firm is 443.25. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$165,558.75. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Stephen M. Sohmer	297.75	\$385	\$114,633.75
Amir Stark	145.50	\$350	50,925.00
Paralegal I			
Paralegal II			
Paralegal III			
Document Clerks			
TOTAL:	443.25		\$165,558.75

6. My firm incurred a total of \$3,726.80 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	\$3,408.17
Photocopies	34.00
Postage	34.63
Telephone, Facsimile	
Messenger, Overnight Delivery	
Filing, Witness & Other Fees	250.00
Court Reporters	
Lexis, Westlaw, Online Library Research	
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
TOTAL	\$3,726.80

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of New Jersey that the foregoing is true and correct.

Executed this 16th day of May, 2011, at Bloomfield, New Jersey.


STEPHEN M. SOHMER

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF RONEN SARRAF IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, RONEN SARRAF, DECLARE AS FOLLOWS:

1. I am a Partner with the firm of Sarraf Gentile LLP. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. The members of this firm conducted the following activities in connection with this litigation: reviewed, researched and edited numerous pleadings, motions and decisions; reviewed documents produced by defendants; met and conferred with counsel for certain defendants regarding discovery matters; prepared for, attended and participated in witness depositions; and, discussed case strategy with Plaintiffs' co-counsel.

5. The total number of hours spent on this litigation by my firm is 1,056.35. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$465,104.25. The hourly rates shown below were the usual and customary rates charged for each individual in all of our cases at the time such work was performed. A breakdown of the lodestar is as follows:

NAME	HOURS	RATES	LODESTAR
Ronen Sarraf	92.60	\$495 to \$525	\$45,873.00
Joseph Gentile	963.75	\$435	\$419,231.25
TOTAL	1,056.35		\$465,104.25

6. My firm incurred a total of \$4,830.83 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

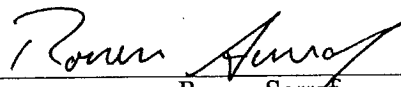
EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	\$2,315.93
Photocopies	
Postage	

Telephone, Facsimile	\$14.90
Messenger, Overnight Delivery	
Filing, Witness & Other Fees	
Court Reporters	
Lexis, Westlaw, Online Library Research	
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
Assessment Payment to Plaintiffs'	\$2,500.00
Common Fund	
TOTAL	\$4,830.83

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of New York that the foregoing is true and correct.

Executed this 26 day of April, 2011, at New York, New York.



Ronen Sarraf

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

No. 2:06-cv-0242-AB

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

No. 2:09-cv-06151-AB

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

**DECLARATION OF MICHAEL S. TARRINGER IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, MICHAEL S. TARRINGER, DECLARE AS FOLLOWS:

1. I am a partner with the firm of Cafferty Faucher LLP. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. Throughout this case, my firm provided various types of legal services, including work on factual research and drafting of the amended complaints, legal research and writing assistance for pleadings in response to dismissal motions and in support of class certification, review, coding and analysis of discovery documents, participation in discovery conferences with defense counsel, taking depositions, attending court conferences and hearings, and acting as Allocation Counsel on behalf of the McDonough Class case at the settlement phase of the litigation.

5. The total number of hours spent on this litigation by my firm is 4,875.9. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$2,153,950.50. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Patrick E. Cafferty (P)	.8	575.00	460.00
Patrick E. Cafferty (P)	32.8	595.00	19,516.00
Patrick E. Cafferty (P)	2.7	625.00	1,687.50
Patrick E. Cafferty (P)	1.2	650.00	780.00
Ellen Meriwether (P)	4.8	525.00	2,520.00
Ellen Meriwether (P)	23.7	575.00	13,627.60
Ellen Meriwether (P)	3	585.00	1,755.00
Ellen Meriwether (P)	25.7	600.00	15,420.00
Ellen Meriwether (P)	4.8	625.00	3,000.00
Bryan L. Clobes (P)	.8	510.00	408.00

Bryan L. Clobes (P)	5.1	575.00	2,932.50
Bryan L. Clobes (P)	4.1	585.00	2,398.50
Bryan L. Clobes (P)	5.6	600.00	3,360.00
Bryan L. Clobes (P)	1.6	625.00	1,000.00
Bryan L. Clobes (P)	.4	650.00	260.00
William R. Kane (P)	52.5	510.00	26,775.00
William R. Kane (P)	10.1	575.00	5,807.50
Michael J. Willner (P)	12.9	575.00	7,417.50
Michael J. Willner (P)	1.3	600.00	780.00
Jennifer W. Sprengel (P)	.8	585.00	468.00
Jennifer W. Sprengel (P)	.6	600.00	360.00
Jennifer W. Sprengel (P)	.9	625.00	562.50
Jennifer W. Sprengel (P)	.3	650.00	195.00
Michael S. Tarringer (P)	221.8	430.00	95,374.00
Michael S. Tarringer (P)	468.1	475.00	222,347.50
Michael S. Tarringer (P)	584.3	495.00	289,228.50
Michael S. Tarringer (P)	526.5	550.00	289,575.00
Michael S. Tarringer (P)	47.3	575.00	27,197.50
Michael S. Tarringer (P)	5.4	600.00	3,240.00
Melody Forrester (A)	460.4	390.00	179,556.00
Melody Forrester (A)	761.2	450.00	342,540.00
Melody Forrester (A)	370.4	495.00	183,348.00
Christopher B. Sanchez (P)	3.5	425.00	1,487.50
Christopher B. Sanchez (P)	.5	495.00	247.50
Timothy Fraser (A)	65.3	300.00	19,590.00
Timothy Fraser (A)	307.9	350.00	107,765.00
Timothy Fraser (A)	566.4	425.00	240,720.00
Emily Mirsky (A)	.2	475.00	95.00
Ashleigh Latonick (PL)	1	240.00	240.00
Kay Pulido (PL)	3	190.00	570.00
Daniel Leptuck (PL)	39.9	130.00	5,187.00
Daniel Leptuck (PL)	100.9	135.00	13,621.50
Daniel Leptuck (PL)	1.7	200.00	340.00
Daniel Leptuck (PL)	28.1	235.00	6,603.50
Daniel Leptuck (PL)	.2	240.00	48.00
Sharon Nyland (PL)	1	155.00	155.00
Sharon Nyland (PL)	3.1	170.00	527.00
Sharon Nyland (PL)	.5	210.00	105.00
Kathy Hollenstine (PL)	.1	210.00	21.00
Cathryn King (PL)	7.5	115.00	862.5
Cathryn King (PL)	103.2	115.00	11,868.00
TOTAL:	4,875.9		2,153,950.50

6. My firm incurred a total of \$87,862.73 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	3,437.48
Photocopies	419.25
Postage	1.95
Telephone, Facsimile	183.26
Messenger, Overnight Delivery	83.14
Filing, Witness & Other Fees	327.11
Lexis, Westlaw, Online Library Research	910.54
Litigation Fund	82,500.00
TOTAL	87,862.73

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Pennsylvania that the foregoing is true and correct.

Executed this 29th day of April, 2011, in Philadelphia.


Michael S. Tarringer

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

DECLARATION OF LEE ALBERT ON BEHALF OF
MURRAY, FRANK & SAILER LLP IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS

I, LEE ALBERT, DECLARE AS FOLLOWS:

1. I am a partner with the firm of Murray, Frank & Sailer LLP. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. During the course of the litigation, my firm has been involved in the following activities on behalf of the plaintiff class: participating in document review and analysis; meeting with co-counsel; deposition preparation; taking depositions; court appearances; meetings and telephone calls with client, and general discovery issues.

5. The total number of hours spent on this litigation by my firm is 6,976.5. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$2,910,669. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Brian P. Murray	3.5	\$595	\$2,083
	0.5	\$710	\$355
	4.1	\$750	\$3,075
Marvin L. Frank	0.5	\$595	\$298
	16.6	\$710	\$11,786
	14.8	\$750	\$11,100
Jacqueline Sailer	1.0	\$750	\$750
Lee Albert	237.2	\$700	\$166,040
Brian D. Brooks	125.3	\$425	\$53,253
	13.1	\$475	\$6,223
Bridget V. Hamill	525.7	\$425	\$223,423
Angela Finlay	2,437.0	\$425	\$1,035,725
Thomas J. Kennedy	1,847.3	\$425	\$785,103
Neil Gandhi	1,185.7	\$350	\$414,995
Eva Hromadkova	557.0	\$350	\$194,950
Jane Le Claire	1.4	\$160	\$224
	0.5	\$225	\$113
Matthew McManus	5.0	\$225	\$1,125
Molly Gottshall	0.3	\$160	\$48
TOTAL:	6,976.5		\$2,910,669

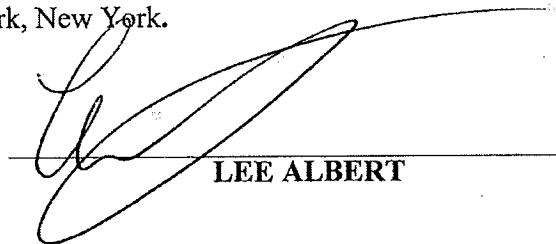
6. My firm incurred a total of \$101,467.25 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Litigation Fund	\$82,500.00
Meals, Hotels & Transportation	\$18,040.96
Photocopies	\$45.00
Postage	\$3.78
Telephone, Facsimile	\$502.13
Messenger, Overnight Delivery	\$331.06
Lexis, Westlaw, Online Library Research	\$44.32
TOTAL	\$101,467.25

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of New York that the foregoing is true and correct.

Executed this May 5, 2011, at New York, New York.


LEE ALBERT

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF RICHARD A. LOCKRIDGE IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, Richard A. Lockridge, DECLARE AS FOLLOWS:

1. I am a partner with the firm of Lockridge Grindal Nauen P.L.L.P ("LGN"). I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. LGN's primary role in the litigation was document review and coding, including extensive quality control of the coding done by all reviewers which was performed at the request of Lead Counsel. LGN was also a part of the initial investigation of this action and conducted extensive legal research and participated in drafting several of the motions brought and opposed in the litigation.

5. The total number of hours spent on this litigation by my firm is **2,670.75**. The total lodestar amount for attorney/professional time based on the firm's historical rates is **\$843,401.25**. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
W. Joseph Bruckner (P)	14.00	\$550-\$625	\$7,700.00
Gregg M. Fishbein (P)	148.50	\$450	\$67,050.00
Richard A. Lockridge (P)	29.00	\$575-\$650	\$17,137.50
Karen H. Riebel (P)	32.00	\$450-\$575	\$15,200.00
Robert J. Schmit (P)	4.75	\$525-\$575	\$2,493.75
J. Michael Schwartz (P)	10.75	\$500	\$5,375.00
Robert K. Shelquist (P)	2.00	\$475	\$968.75

NAME	HOURS	RATE	LODESTAR
Craig S. Davis (A)	94.75	\$300	\$28,425.00
Constance L. Hartel (A)	292.75	\$300	\$87,825.00
Matthew S. Krohn (A)	1,424.50	\$300	\$427,350.00
Nathan D. Prosser (A)	563.50	\$325	\$175,637.50
Jesse J. Klick (LC)	6.75	\$160	\$1,080.00
Katherine S. Rodenwald (LC)	33.00	\$160	\$5,280.00
Heather N. Potteiger (PL)	14.50	\$125-\$175	\$1,878.75
TOTAL:	2,670.75		\$843,401.25

6. My firm incurred a total of **\$104,371.68** in expenses in connection with the prosecution of this litigation. They are broken down as follows:

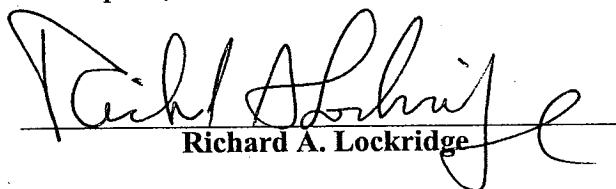
EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	\$21,238.18
Photocopies	\$142.35
Postage	\$1.69
Telephone, Facsimile	\$3.21
Messenger, Overnight Delivery	\$15.38
Filing, Witness & Other Fees	
Court Reporters	
Lexis, Westlaw, Online Library Research	\$470.87
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
Assessments	\$82,500.00

TOTAL	\$104,371.68
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7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the State of Minnesota that the foregoing is true and correct.

Executed this 5th day of May, 2011, at Minneapolis, Minnesota.


Richard A. Lockridge

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

**DECLARATION OF MARC H. EDELSON IN SUPPORT OF
PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF EXPENSES AND INCENTIVE AWARD PAYMENTS**

I, Marc H. Edelson, DECLARE AS FOLLOWS:

1. I am a partner with the firm of Edelson & Associates, LLC. I am one of the attorneys representing the Plaintiffs and Class Members in the above-entitled action. I am submitting this declaration in support of my firm's application for an award of attorneys' fees and expenses in connection with services rendered in the above-entitled action.

2. My firm is one of the Plaintiffs' Counsel in this matter.

3. From the inception of this litigation, counsel for plaintiffs have aggressively prosecuted this case and vigorously represented the best interests of plaintiffs and the Class.

4. Throughout the course of this litigation Edelson & Associates, LLC participated extensively in discovery committing extensive resources to document review.

5. The total number of hours spent on this litigation by my firm is 3,121.70. The total lodestar amount for attorney/professional time based on the firm's historical rates is \$1,232,130.50. The hourly rates shown below are the usual and customary rates charged for each individual in all of our cases. A breakdown of the lodestar is as follows:

NAME	HOURS	RATE	LODESTAR
Marc H. Edelson	132.90	\$625.00	\$71,410.50
Lin A. Johnson	695.80	\$350.00	\$243,530.00
Lillian Benedict	763.90	\$350.00	\$267,365.00
Liberato P. Verderame	5.00	\$450.00	\$2,125.00
George Brinkeroff	1,524.10		\$647,700.00
TOTAL:	3,121.70		\$1,232,130.50

6. My firm incurred a total of \$82,556.80 in expenses in connection with the prosecution of this litigation. They are broken down as follows:

EXPENSE CATEGORY	TOTAL
Meals, Hotels & Transportation	

Photocopies	\$6.80
Postage	
Telephone, Facsimile	\$6.50
Messenger, Overnight Delivery	\$43.50
Filing, Witness & Other Fees	
Court Reporters	
Lexis, Westlaw, Online Library Research	
Class Action Notices/Business Wire	
Mediation Fees (Eric Green)	
Experts/Consultants/Investigators	
Assessments	\$82,500.00
TOTAL	\$82,556.80

7. The expenses pertaining to this case are reflected in the books and records of this firm. These books and records are prepared from expense vouchers, check records, and other documents and are an accurate record of the expenses.

I declare under penalty of perjury under the laws of the Commonwealth of Pennsylvania that the foregoing is true and correct.

Executed this 4th day of May, 2011, at Doylestown, Pennsylvania.



Marc H. Edelson